

LITHIA MOTORS INC  
Form 8-K  
April 27, 2015  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D. C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: April 23, 2015** (Date of earliest event reported)

**LITHIA MOTORS, INC.**

(Exact name of registrant as specified in its charter)

**State of Oregon**                      **001-14733 93-0572810**  
(State or other jurisdiction of (Commission (I.R.S. Employer  
incorporation)                      File Number) Identification No.)

**150 N. Bartlett St  
Medford, OR 97501**

(Address of principal executive offices)

**(541) 776-6401**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 23, 2015, the Company held the Annual Meeting with shareholders voting on the three matters described below. With respect to all matters, each share of Class B common stock has 10 votes. Each of the proposals received the requisite vote for approval.

1. To elect the following directors to serve for the ensuing year:

**Sidney B. DeBoer**

<b>Class of Stock</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Class A Common	18,655,432	1,189,000	1,938,414
Class B Common	2,562,231		

**Thomas R. Becker**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,058,743	785,689	1,938,414
Class B Common	2,562,231		

**Bryan B. DeBoer**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,320,286	524,146	1,938,414
Class B Common	2,562,231		

**Susan O. Cain**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,105,538	738,894	1,938,414
Class B Common	2,562,231		

**William J. Young**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld Broker Non-Votes</b>
Class A Common	19,098,538	745,894 1,938,414
Class B Common	2,562,231	

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**Shau-wai Lam**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	18,782,223	1,062,209	1,938,414
Class B Common	2,562,231		

**Kenneth E. Roberts**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,211,159	633,273	1,938,414
Class B Common	2,562,231		

2. To cast an advisory vote on the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K.

<b>Class of Stock</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Class A Common	19,668,125	140,300	36,007	1,938,414
Class B Common	2,562,231			

3. To Ratify the selection of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2015.

<b>Class of Stock</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Class A Common	21,335,768	410,734	36,344	
Class B Common	2,562,231			

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LITHIA MOTORS, INC.**

Dated: April 23, 2015

By: /s/ Christopher S. Holzshu  
Christopher S. Holzshu  
SVP, CFO and Secretary